Minerva Neurosciences, Inc.

Form 4

March 20, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person *

Care Capital III LLC

2. Issuer Name and Ticker or Trading

Symbol

Minerva Neurosciences, Inc.

[NERV]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/18/2015

47 HULFISH STREET, SUITE 310

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director X 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

PRINCETON, NJ 08542

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curitie	s Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Approx Disposed of (Instr. 3, 4 an	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/18/2015		S	1,200,000 (1)	D	\$ 5.75	1,669,292	I	See Footnote (2)
Common Stock	03/18/2015		S	6,700 <u>(3)</u>	D	\$ 6.25 (4)	1,662,592	I	See Footnote (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title Numbe of	Number		
						Lacicisabic	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Care Capital III LLC 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542		X				
Care Capital Investments III L.P. 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542		X				
Care Capital Offshore Investments III LP 47 HULFISH STREET SUITE 310 PRINCETON, NJ 08542		X				

Signatures

Care Capital III, LLC /s/ David R. Ramsay	03/20/2015
**Signature of Reporting Person	Date
Care Capital Investments III L.P., By: Care Capital III, LLC, Its General Partner /s/ David R. Ramsay	03/20/2015
**Signature of Reporting Person	Date
Care Capital Offshore Investments III LP, By: Care Capital III, LLC, Its General Partner /s/ David R. Ramsay	03/20/2015
**Signature of Reporting Person	Date

Reporting Owners 2

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares were sold in a single private transaction as follows: 1,180,289 by Care Capital Investments III L.P. and 19,711 by Care Capital Offshore Investments III L.P.
 - Consists of 1,641,874 shares held by Care Capital Investments III L.P. and 27,418 shares held by Care Capital Offshore Investments III L.P. Care Capital III, LLC is the general partner of Care Capital Investments III L.P. and Care Capital Offshore Investments III L.P and as
- (2) a result, Care Capital III, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital III, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.
- (3) The shares were sold as follows: 6,590 by Care Capital Investments III L.P. and 110 by Care Capital Offshore Investments III LP.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.29 to \$6.20, inclusive. The reporting person undertakes to provide to Minerva Neurosciences, Inc., or the staff of the Securities and
- Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - Consists of 1,635,284 shares held by Care Capital Investments III L.P. and 27,308 shares held by Care Capital Offshore Investments III L.P. care Capital III, LLC is the general partner of Care Capital Investments III L.P. and Care Capital Offshore Investments III L.P and as
- (5) a result, Care Capital III, LLC has the ultimate power to vote or direct the vote and to dispose or direct the disposition of such shares. Care Capital III, LLC is managed by three or more members and accordingly none of the managing members is deemed to have voting or dispositive control over the securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.